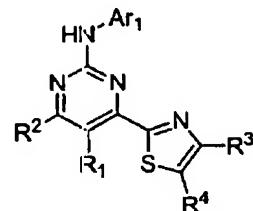


Applicants: Guy Benchley et al.
 Application No.: 10/809,946

AMENDMENTS TO THE CLAIMS

Please replace all prior versions and listings of claims with the amended claims as follows:

1. (Previously presented) A compound of formula (I):



I

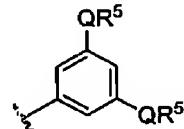
or a pharmaceutically acceptable salt thereof, wherein:

R¹ and R² are each independently R, halogen, CN, NO₂, or TR;

T is an optionally substituted C₁-C₄ alkylidene chain wherein up to two methylene

units of T are optionally and independently replaced by O, N(R), C(O), S, SO, or SO₂;

Ar¹ is



wherein each occurrence of QR⁵ is, independently, CH₂halogen, halogen, CH₂CN, CN, CH₂CO₂R', CO₂R', CH₂COR', COR', R', CH₂NO₂, NO₂, CH₂OR', OR', CH₂SR', SR', haloalkyl, CH₂SO₂N(R')₂, SO₂N(R')₂, CH₂N(R')₂, N(R')₂, NHCOR', CH₂NHCOR', CH₂PO(OR')₂, PO(OR')₂;

R³ and R⁴ are each independently Z-R⁷, or R³ and R⁴ are taken together to form an optionally substituted saturated, partially unsaturated, or fully unsaturated 3-8 membered ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur wherein said ring is optionally substituted with 0-5 independent occurrences of Y-R⁸;

Applicants: Guy Benchley et al.
Application No.: 10/809,946

each occurrence of Q, Z, and Y is independently a bond or an optionally substituted C₁-C₆ alkylidene chain wherein up to two non-adjacent methylene units of Q and up to three non-adjacent methylene units of Z are optionally replaced by CO, CO₂, COCO, CONR, OCONR, NRNR, NRNRCO, NRCO, NRCO₂, NRCONR, SO, SO₂, NRSO₂, SO₂NR, NRSO₂NR, O, S, or NR;
each occurrence of R⁵, R⁷ and R⁸ is independently R', halogen, NO₂, CN, OR', SR', N(R')₂, NR'C(O)R', NR'C(O)N(R')₂, NR'CO₂R', C(O)R', CO₂R', OC(O)R', C(O)N(R')₂, OC(O)N(R')₂, SOR', SO₂R', SO₂N(R')₂, NR'SO₂R', NR'SO₂N(R')₂, PO(OR')₂, C(O)C(O)R', or C(O)CH₂C(O)R'; and
each occurrence of R is independently hydrogen or an optionally substituted C₁-6 aliphatic group; and each occurrence of R' is independently hydrogen or an optionally substituted group selected from C₁-8 aliphatic, C₆-10 aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 3-10 ring atoms, or wherein two occurrences of R and R' taken together or two occurrences of R' taken together, form an optionally substituted saturated, partially unsaturated, or fully unsaturated 3-8 membered ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur;
provided that R³ and R⁴ are not simultaneously hydrogen.

2-6. (Canceled)

7. (Previously presented) The compound of claim 1, wherein both occurrences of Q-R⁵ are methyl.

8. (Previously presented) The compound of claim 1, wherein at least one occurrence of Q-R⁵ is CF₃.

9. (Original) The compound of claim 1, wherein Q-R⁵ substituents on Ar¹ are fluoro, iodo, chloro, bromo, COCH₃, CO₂CH₃, C₁-4alkyl, NH₂, CH₂NH₂, NHMe,

Applicants: Guy Benchley et al.
Application No.: 10/809,946

CH₂NHMe, N(Me)₂, CH₂N(Me)₂, N(Et)₂, CH₂N(Et)₂, NH(phenyl), CO(C₁₋₄alkyl), CH₂CO(C₁₋₄alkyl), NHCO(C₁₋₄alkyl), CH₂NHCO(C₁₋₄alkyl), CN, CH₂CN, OH, C₁₋₄alkoxy, optionally substituted benzyloxy, optionally substituted phenoxy, CF₃, SO₂NH₂, SO₂NHMe, optionally substituted SO₂(phenyl), SO₂(C₁₋₄alkyl), CONH₂, CH₂PO(OR')₂, or an optionally substituted group selected from a saturated, partially unsaturated, or fully unsaturated 5- or 6-membered ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur.

10. (Previously presented) The compound of claim 1, wherein R¹ and R² groups of formula I are each independently hydrogen, N(R)₂, SR, or OR.

11. (Previously presented) The compound of claim 1, wherein R¹ and R² groups are each independently hydrogen, OH, CH₃, CH₂CH₃, OCH₃, CH₂OH, CH₂OCH₃, CH₂NH₂, CH₂NHCH₃, NH₂, or CH₂NH₂.

12. (Previously presented) The compound of claim 1, wherein R³ and R⁴ are each independently Z-R⁷ wherein Z is a bond or an optionally substituted C₁₋₄ alkylidene chain wherein one methylene unit of Z is optionally replaced by O, NR, NRCO, NRCO₂, NRSO₂, CONR, C(O), C(O)O, and wherein R⁷ is selected from halogen, CN, N(R')₂, NHCOR', or R'.

13. (Currently amended) The compound of claim 1, wherein R³ and R⁴ are each independently hydrogen, CN, halogen, OH, SH, NH₂, CO₂H, COH, CONH₂, SO₂NH₂, NO₂, or (CH₂)_nNRR⁷, wherein R and R⁷, taken together with the nitrogen atom to which they are bound, form an optionally substituted 3-8-membered saturated or partially unsaturated ring having 1-3 heteroatoms selected from nitrogen, oxygen, or sulfur, and n is 0, 1, 2, 3, 4, or 5.

Applicants: Guy Benchley et al.
Application No.: 10/809,946

14. (Previously presented) The compound of claim 1, wherein one of R³ or R⁴ is hydrogen, and the other of R³ or R⁴ is (CH₂)_nOR⁷, (CH₂)_nNRR⁷, (CH₂)_nC(O)R⁷ (CH₂)_nCH₃, or (CH₂)_nSR⁷, wherein R⁷ is hydrogen, (CH₂)_mN(R')₂, C₁-C₄alkyl, an optionally substituted 5- or 6-membered aryl or heteroaryl, wherein each of n and m is 0 or 1, or R and R⁷, taken together with the nitrogen atom to which they are bound form an optionally substituted 3-8-membered saturated or partially unsaturated ring having 1-3 heteroatoms selected from nitrogen, oxygen, or sulfur.

15. (Original) The compound of claim 14, wherein R³ is hydrogen.

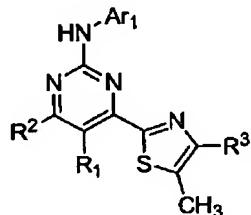
16. (Original) The compound of claim 14, wherein R⁴ is hydrogen.

17. (Original) The compound of claim 1, wherein R³ and R⁴, taken together with the atoms to which they are bound, form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5- or 6-membered ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, and wherein said ring is optionally substituted with 0, 1, 2, 3, 4, or 5 occurrences of Y-R⁸.

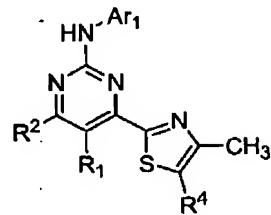
18. (Original) The compound of claim 17, wherein each occurrence of Y-R⁸ is independently methyl, ethyl, t-butyl, fluoro, chloro, bromo, oxo, CF₃, OMe, OEt, CN, SO₂Me, SO₂NH₂, NH₂, NHMe, N(Me)₂, SMe, SEt, OH, C(O)Me, NO₂, or CH₂OH.

Applicants: Guy Benchley et al.
 Application No.: 10/809,946

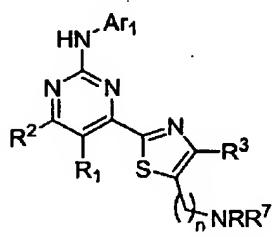
19. (Currently amended) The compound of claim 1, having one of formulas I-A-i, I-A-ii, I-B-i, I-B-ii, I-C-i, I-C-ii, I-D-i, or I-E-i:



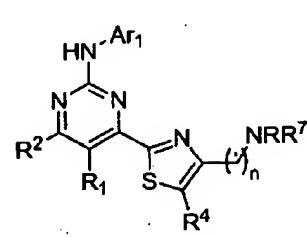
I-A-i



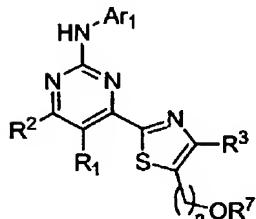
I-A-ii



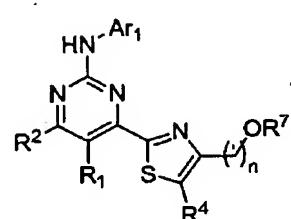
I-B-i



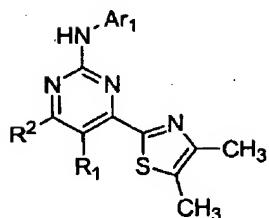
I-B-ii



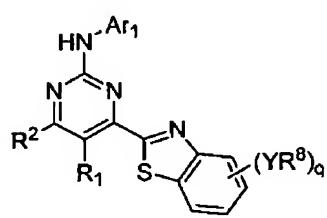
I-C-i



I-C-ii



I-D-i



I-E-i

wherein q is 0-5 and n is 0 or 1.

Applicants: Guy Benchley et al.
Application No.: 10/809,946

20-30. (Canceled)

31. (Previously presented) The compound of claim 19, wherein R^3 is $Z-R^7$, wherein Z is a bond or is an optionally substituted C_{1-4} alkylidene chain wherein one methylene unit of Z is optionally replaced by O, NR, NRCO, NRCO₂, NRSO₂, CONR, C(O), C(O)O, and wherein R^7 is halogen, CN, $N(R')_2$, NHCOR', or R' .

32. (Currently amended) The compound of claim 19, wherein R^3 is $(CH_2)_nOR^7$, $(CH_2)_nNRR^7$, $(CH_2)_nC(O)R^7$ $(CH_2)_nCH_3$, or $(CH_2)_nSR^7$, wherein R^7 is hydrogen, $(CH_2)_mN(R')_2$, C_1-C_4 alkyl, an optionally substituted 5- or 6-membered aryl or heteroaryl, ~~wherein each of n and m is 0 or 1~~, or R and R^7 , taken together with the nitrogen atom to which they are bound form an optionally substituted 3-8-membered saturated or partially unsaturated ring having 1-3 heteroatoms selected from nitrogen, oxygen, or sulfur, wherein n is 0 or 1 and m is 0 or 1.

33. (Previously presented) The compound of claim 19, wherein Z is a bond or is an optionally substituted C_{1-4} alkylidene chain wherein one methylene unit of Z is optionally replaced by O, NR, NRCO, NRCO₂, NRSO₂, CONR, C(O), C(O)O, and wherein R^7 is selected from halogen, CN, $N(R')_2$, NHCOR', or R' .

34. (Currently amended) The compound of claim 19, wherein R^4 is $(CH_2)_nOR^7$, $(CH_2)_nNRR^7$, $(CH_2)_nC(O)R^7$ $(CH_2)_nCH_3$, or $(CH_2)_nSR^7$, wherein R^7 is hydrogen, $(CH_2)_mN(R')_2$, C_1-C_4 alkyl, an optionally substituted 5- or 6-membered aryl or heteroaryl, ~~wherein each of n and m is 0 or 1~~, or R and R^7 , taken together with the nitrogen atom to which they are bound form an optionally substituted 3-8-membered saturated or partially unsaturated ring having 1-3 heteroatoms selected from nitrogen, oxygen, or sulfur, wherein n is 0 or 1 and m is 0 or 1.

Applicants: Guy Benchley et al.
Application No.: 10/809,946

35. (Previously presented) The compound of claim 19, wherein q is 0, 1, or 2, and each occurrence of Y-R⁸ is independently methyl, ethyl, t-butyl, fluoro, chloro, bromo, oxo, CF₃, OMe, OEt, CN, SO₂Me, SO₂NH₂, NH₂, NHMe, N(Me)₂, SMe, SET, OH, C(O)Me, NO₂, or CH₂OH.

36. (Currently amended) The compound of claim 19, wherein compounds have one of formulas II-A-i, II-B-i, or II-C-i, and the compound variables are defined as:

a) x is 0, 1, 2, or 3, and Q-R⁵ is CH₂halogen, halogen, CH₂CN, CN, CH₂CO₂R', CO₂R', CH₂COR', COR', R', CH₂NO₂, NO₂, CH₂OR', OR', CH₂SR', SR', haloalkyl, CH₂SO₂N(R')₂, SO₂N(R')₂, CH₂N(R')₂, N(R')₂, NHCOR', CH₂NHCOR', CH₂PO(OR')₂, PO(OR')₂, or Q-R⁵, taken together with the atoms to which they are bound, form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-8-membered ring having 0-3 heteroatoms selected from nitrogen, oxygen, or sulfur;

b) R¹ and R² are each independently hydrogen, N(R)₂, SR, OR, or TR, or R¹ and R², taken together form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-membered ring having 0-2 heteroatoms independently selected from N, O, or S; and

c) R³ is (CH₂)_nhalogen, (CH₂)_nCN, (CH₂)_nOR⁷, (CH₂)_nNRR⁷, (CH₂)_nC(O)R⁷, (CH₂)_nC(O)R⁷ (CH₂)_nCH₃, (CH₂)_nC(O)NRR⁷, (CH₂)_nSR⁷, wherein R⁷ is (CH₂)_mN(R')₂, C₁-C₄alkyl, an optionally substituted 5- or 6-membered aryl, aralkyl, heteroaryl, or heteroaralkyl group, or R and R⁷, taken together with the nitrogen atom to which they are bound form an optionally substituted 3-8-membered saturated or partially unsaturated ring having 1-3 heteroatoms selected from nitrogen, oxygen, or sulfur, n is 0 or 1, and m is 0 or 1.

Applicants: Guy Benchley et al.
Application No.: 10/809,946

37. (Currently amended) The compound of claim 19, wherein compounds have one of formulas II-A-ii, II-B-ii, or II-C-ii, and one or more of the compound variables are defined as:

a) x is 0, 1, 2, or 3, and Q-R⁵ is CH₂halogen, halogen, CH₂CN, CN, CH₂CO₂R', CO₂R', CH₂COR', COR', R', CH₂NO₂, NO₂, CH₂OR', OR', CH₂SR', SR', haloalkyl, CH₂SO₂N(R')₂, SO₂N(R')₂, CH₂N(R')₂, N(R')₂, NHCOR', CH₂NHCOR', CH₂PO(OR')₂, PO(OR')₂, or Q-R⁵, taken together with the atoms to which they are bound, form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-8-membered ring having 0-3 heteroatoms selected from nitrogen, oxygen, or sulfur;

b) R¹ and R² are each independently hydrogen, N(R)₂, SR, OR, or TR, or R¹ and R², taken together form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-membered ring having 0-2 heteroatoms independently selected from N, O, or S; and

c) R⁴ is (CH₂)_nhalogen, (CH₂)_nCN, (CH₂)_nOR⁷, (CH₂)_nNRR⁷, (CH₂)_nC(O)R⁷, (CH₂)_nC(O)R⁷ (CH₂)_nCH₃, (CH₂)_nC(O)NRR⁷, (CH₂)_nSR⁷, wherein R⁷ is (CH₂)_mN(R')₂, C₁-C₄alkyl, an optionally substituted 5- or 6-membered aryl, aralkyl, heteroaryl, or heteroaralkyl group, or R and R⁷, taken together with the nitrogen atom to which they are bound form an optionally substituted 3-8-membered saturated or partially unsaturated ring having 1-3 heteroatoms selected from nitrogen, oxygen, or sulfur, n is 0 or 1, and m is 0 or 1.

38. (Previously presented) The compound of claim 19, wherein compounds have formula II-E-i, and one or more of the compound variables are defined as:

a) x is 0, 1, 2, or 3, and Q-R⁵ is CH₂halogen, halogen, CH₂CN, CN, CH₂CO₂R', CO₂R', CH₂COR', COR', R', CH₂NO₂, NO₂, CH₂OR', OR', CH₂SR', SR', haloalkyl, CH₂SO₂N(R')₂, SO₂N(R')₂, CH₂N(R')₂, N(R')₂, NHCOR', CH₂NHCOR', CH₂PO(OR')₂, PO(OR')₂, or Q-R⁵, taken together with the atoms to which they are bound, form an optionally substituted saturated, partially unsaturated,

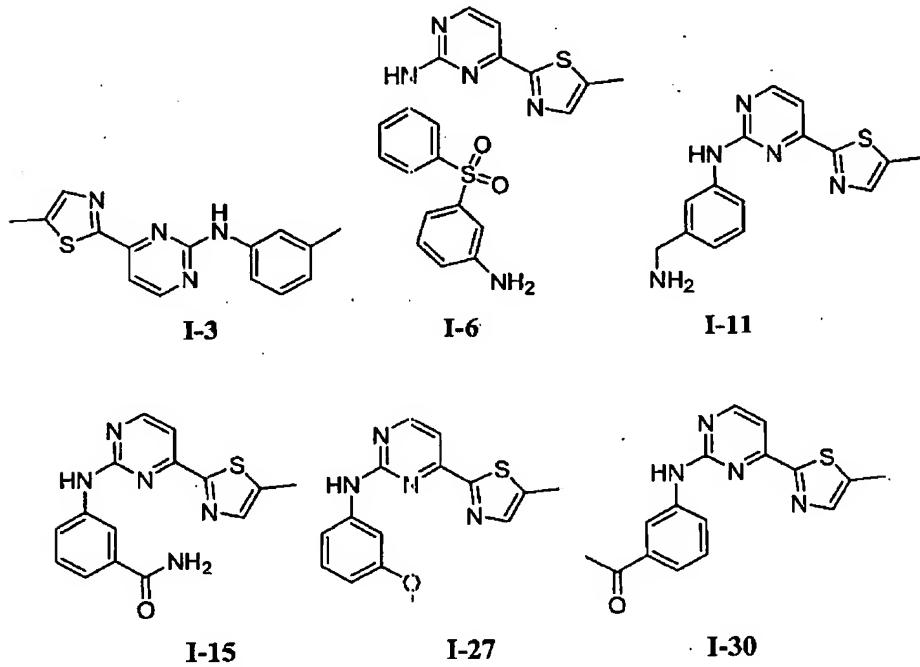
Applicants: Guy Benchley et al.
Application No.: 10/809,946

or fully unsaturated 5-8-membered ring having 0-3 heteroatoms selected from nitrogen, oxygen, or sulfur;

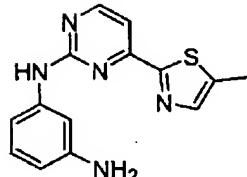
b) R^1 and R^2 are each independently hydrogen, $N(R)_2$, SR , OR , or TR , or R^1 and R^2 , taken together form an optionally substituted saturated, partially unsaturated, or fully unsaturated 5-membered ring having 0-2 heteroatoms independently selected from N, O, or S; and

c) q is 0, 1, or 2, and each occurrence of Y-R⁸ is independently methyl, ethyl, t-butyl, fluoro, chloro, bromo, oxo, CF₃, OMe, OEt, CN, SO₂Me, SO₂NH₂, NH₂, NHMe, N(Me)₂, SMe, SEt, OH, C(O)Me, NO₂, or CH₂OH.

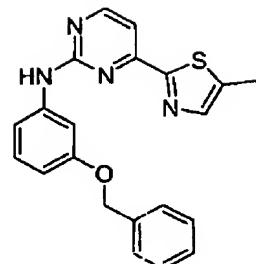
39. (Previously presented) The compound of claim 19, The compound of claim 1, selected from:



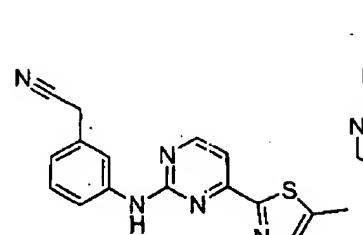
Applicants: Guy Benchley et al.
Application No.: 10/809,946



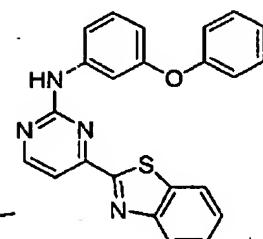
I-32



I-37



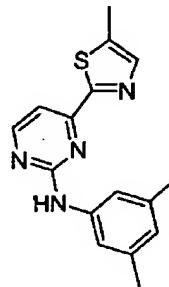
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I-39



I-40

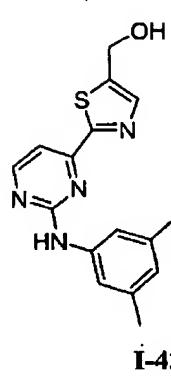


I-41

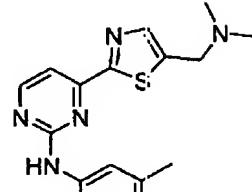


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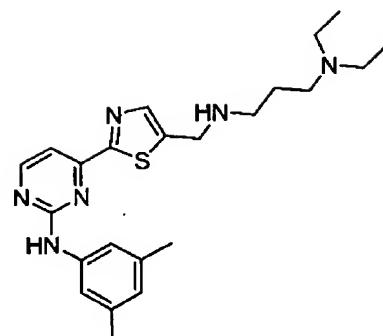
Applicants: Guy Benchley et al.
Application No.: 10/809,946



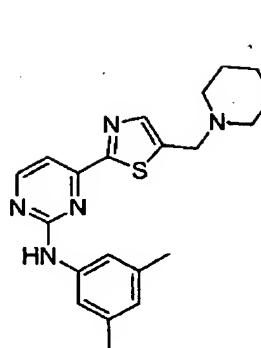
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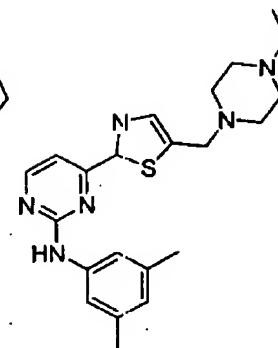
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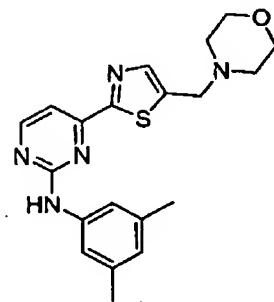
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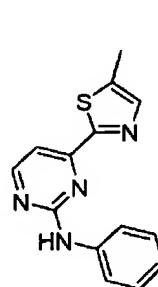
I-46



I-47



I-48

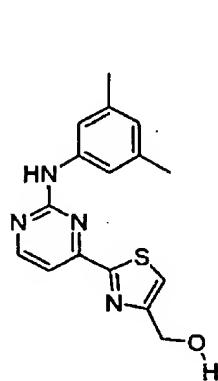


I-49

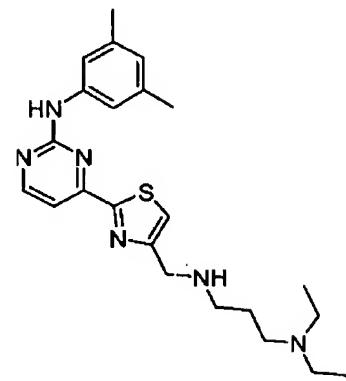


I-51

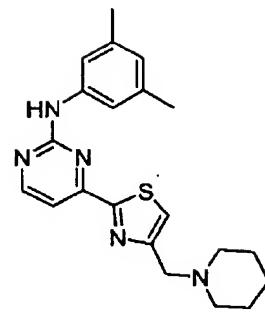
Applicants: Guy Benchley et al.
Application No.: 10/809,946



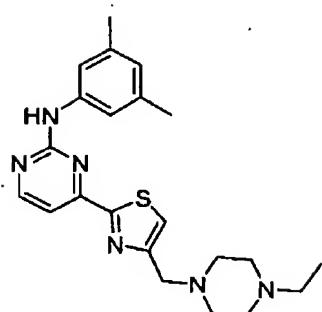
I-52



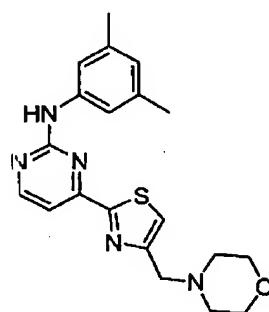
I-53



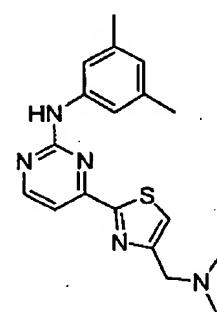
I-54



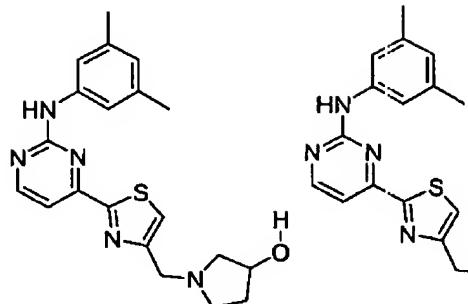
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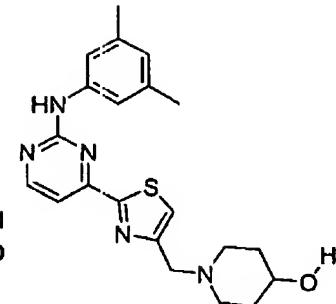
I-56



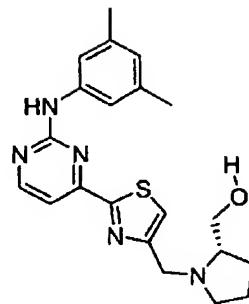
I-57



I-58

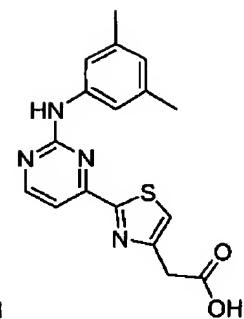
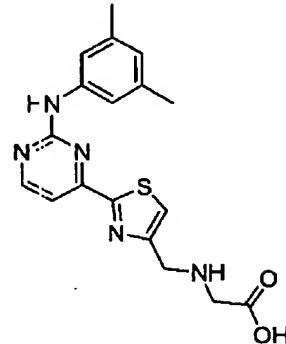
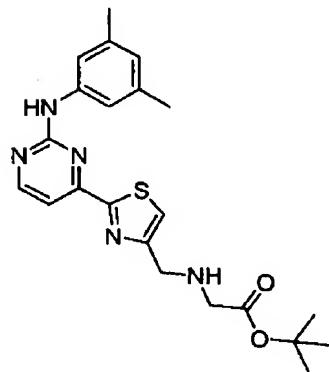
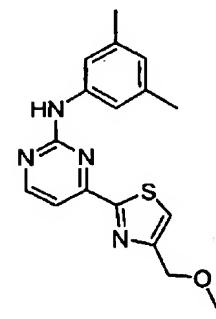
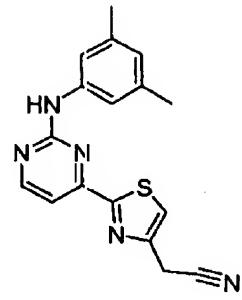
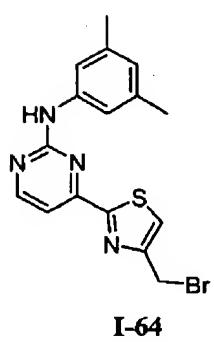
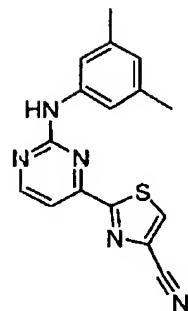
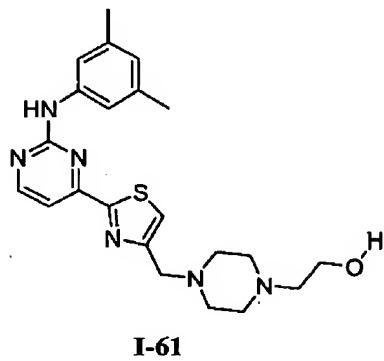


I-59

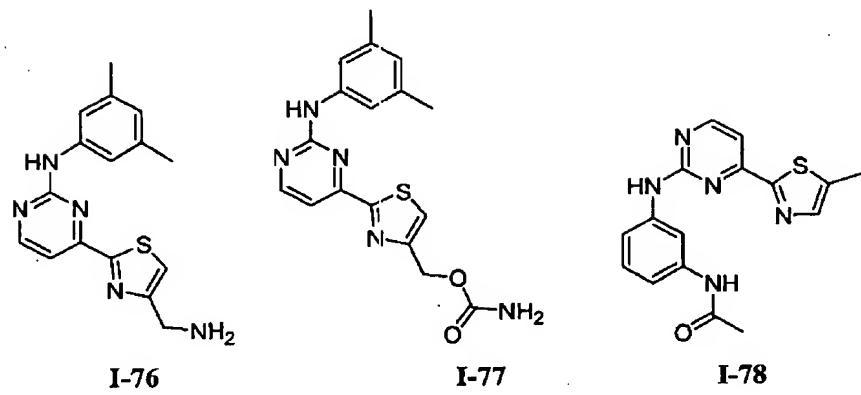
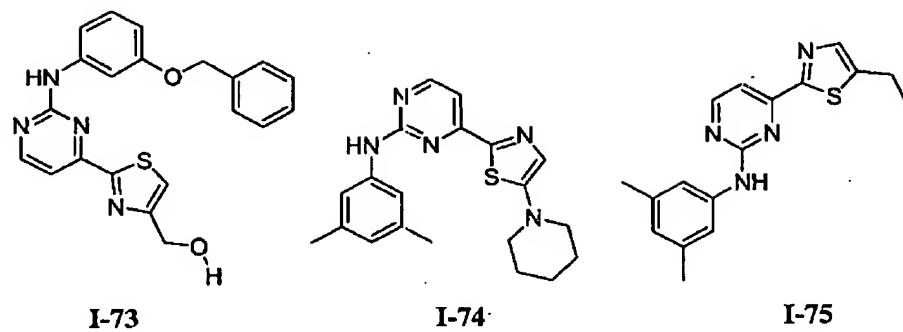
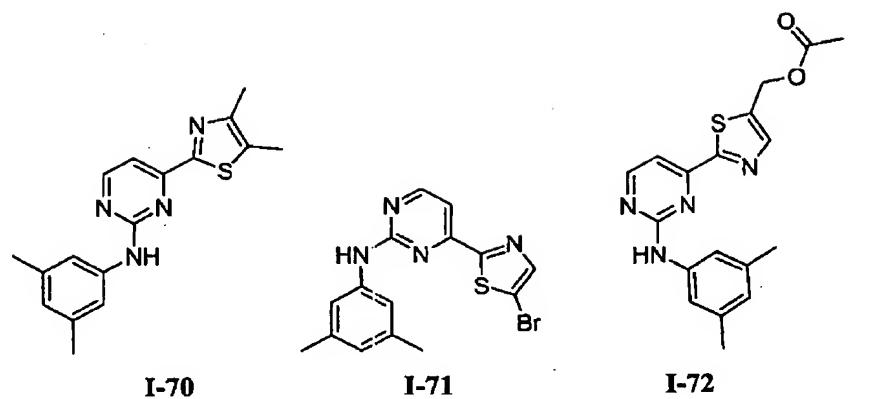


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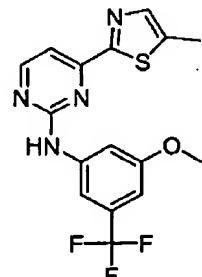
Applicants: Guy Benchley et al.
 Application No.: 10/809,946



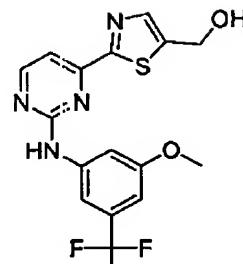
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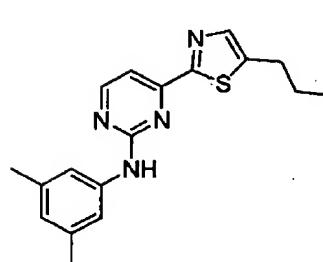
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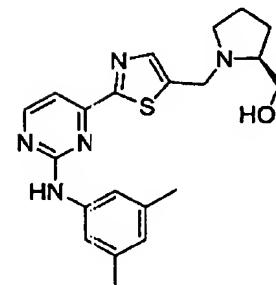
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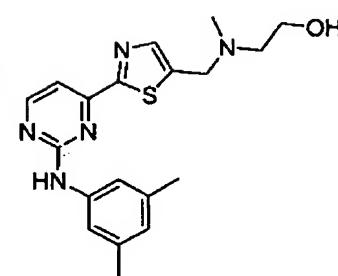
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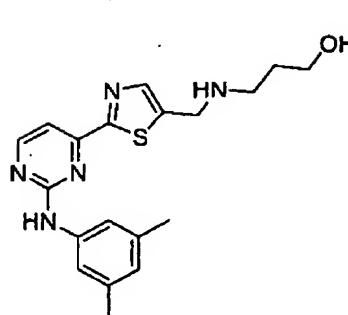
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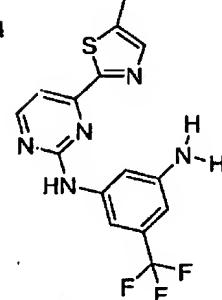
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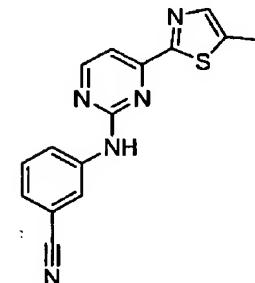
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I-88

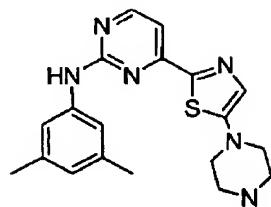


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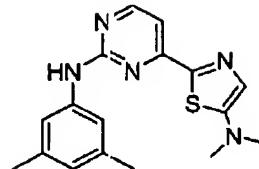


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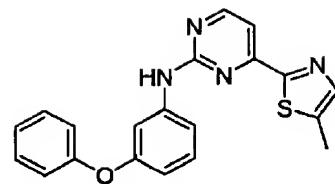
Applicants: Guy Benchley et al.
Application No.: 10/809,946



I-93



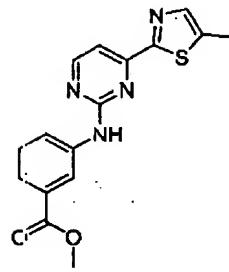
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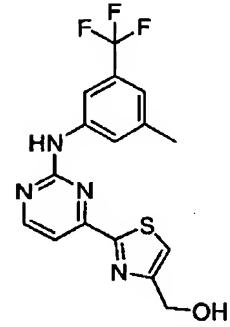
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I-101



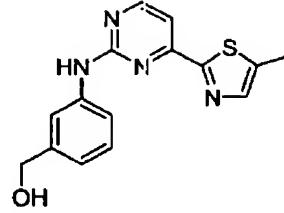
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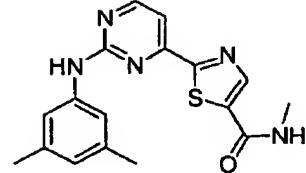
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I-109

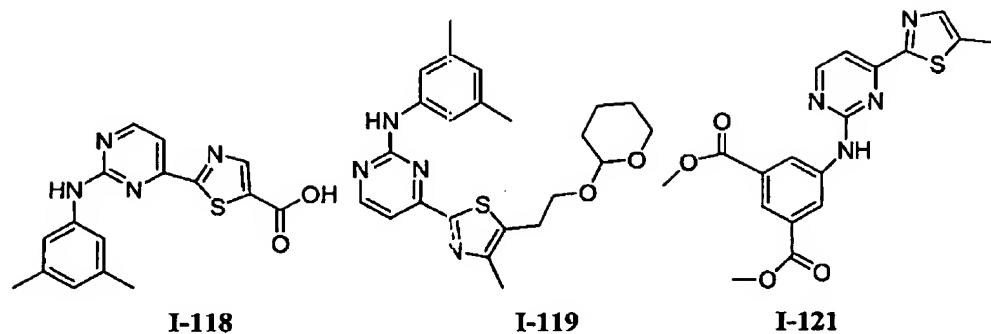


I-111



I-115

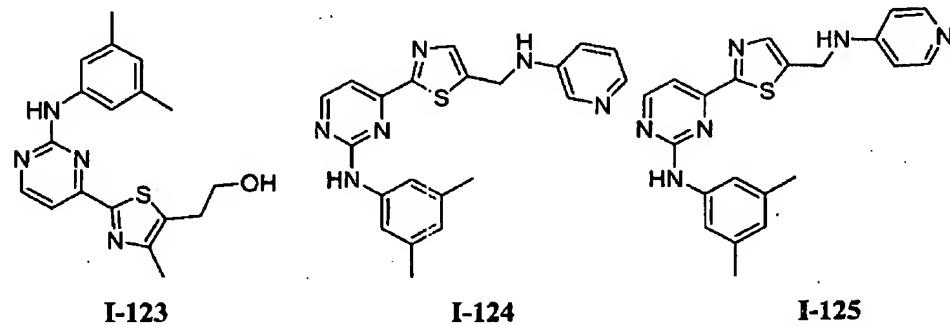
Applicants: Guy Benchley et al.
 Application No.: 10/809,946



I-118

I-119

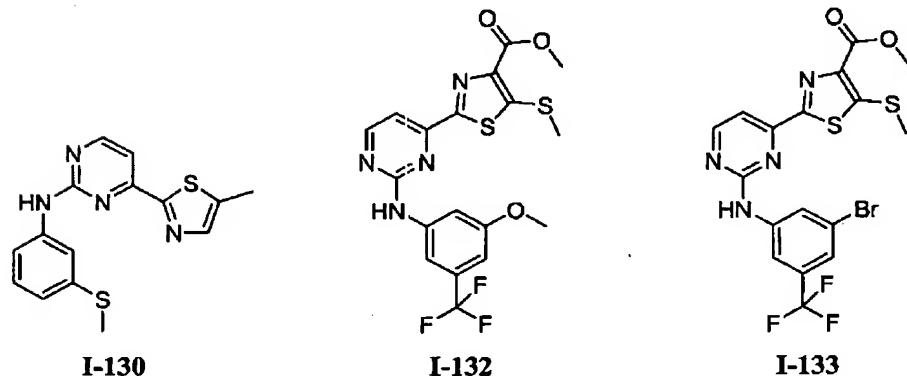
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I-123

I-124

I-125

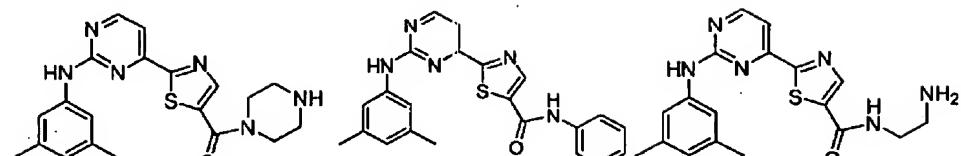


I-130

I-132

I-133

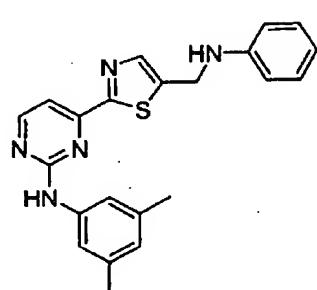
Applicants: Guy Benchley et al.
Application No.: 10/809,946



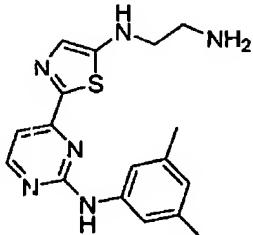
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I-137

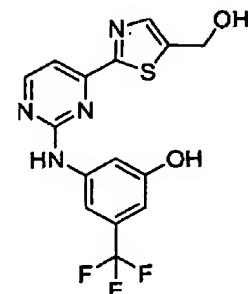
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I-141



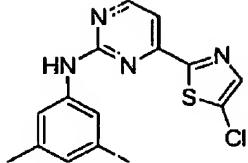
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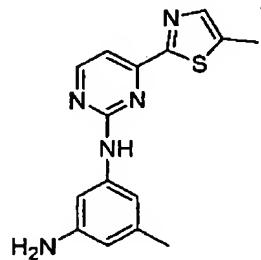
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I-146

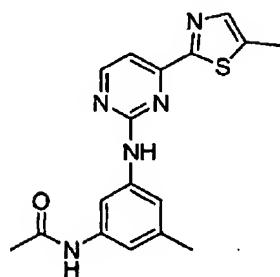


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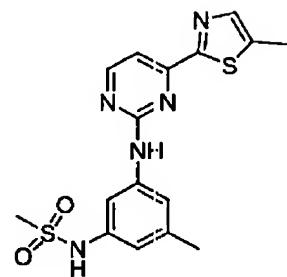


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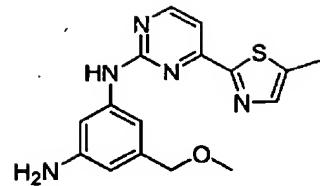
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 Application No.: 10/809,946



I-154



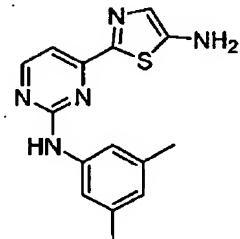
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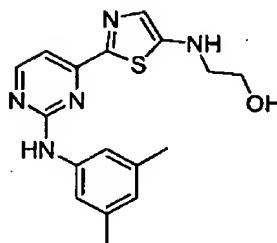
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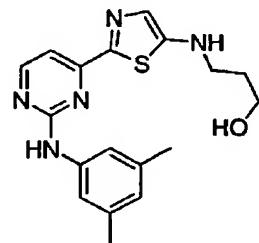
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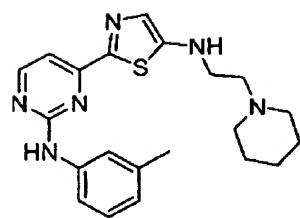
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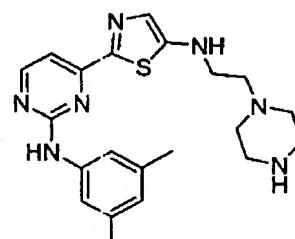
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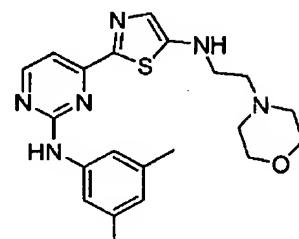
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I-163

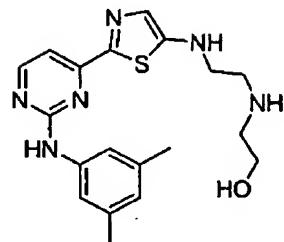


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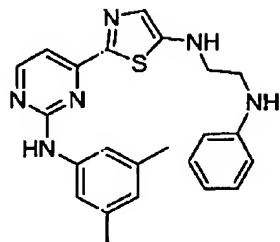


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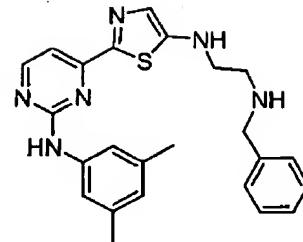
Applicants: Guy Benchley et al.
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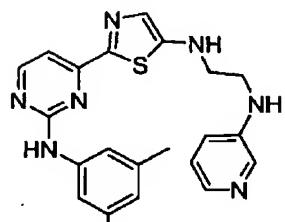
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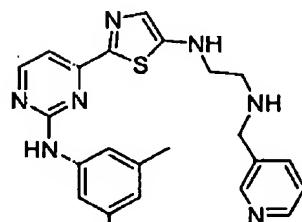
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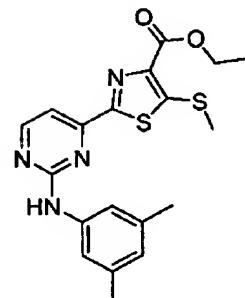
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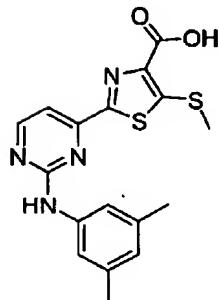
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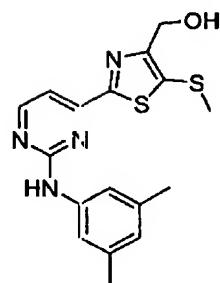
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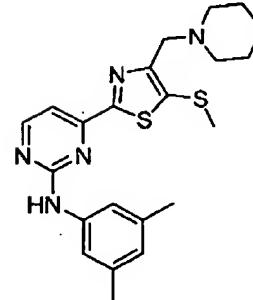
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I-172

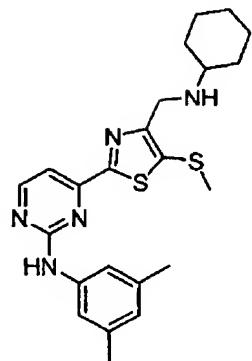


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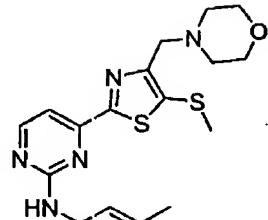


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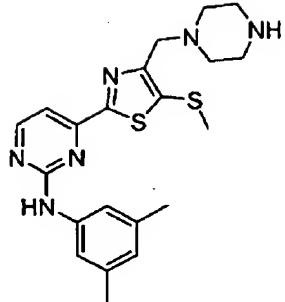
Applicants: Guy Benchley et al.
Application No.: 10/809,946



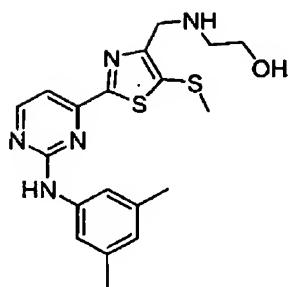
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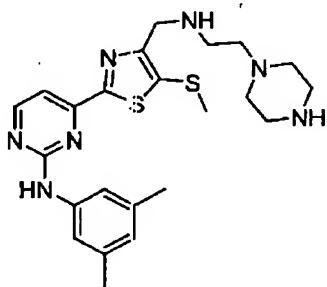
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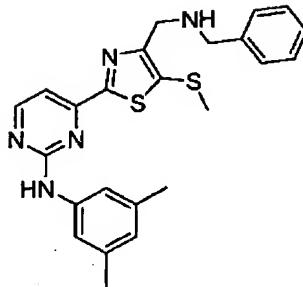
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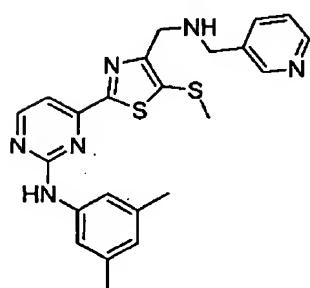
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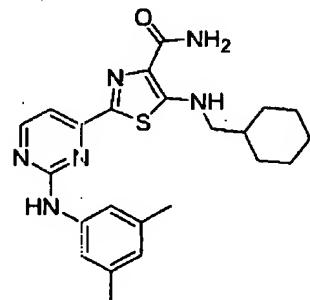
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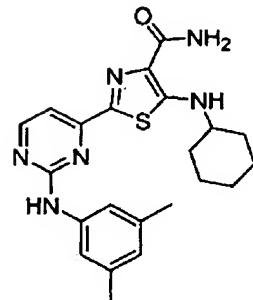
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I-181

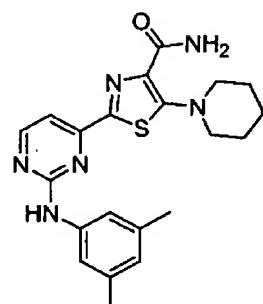


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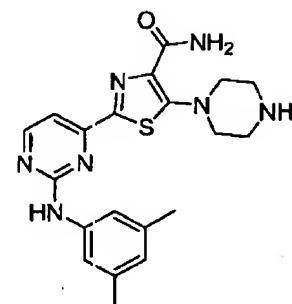


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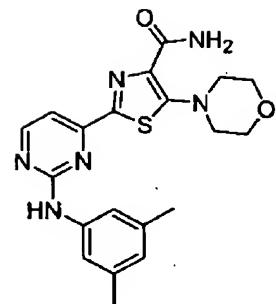
Applicants: Guy Benchley et al.
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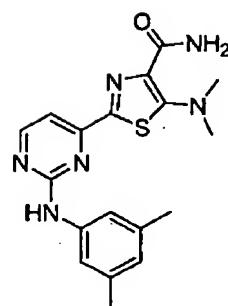
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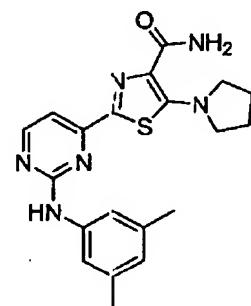
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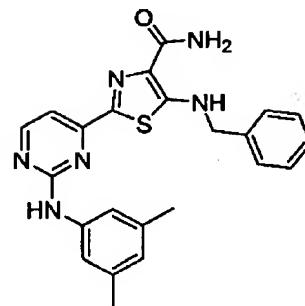
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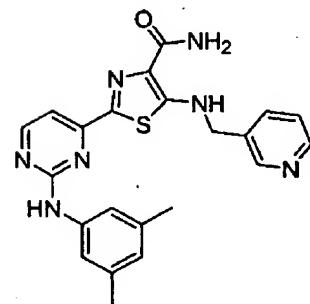
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I-188



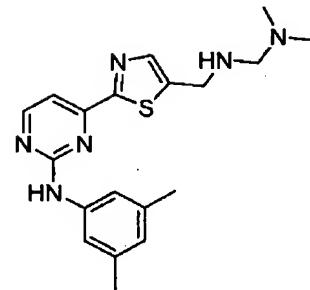
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I-190

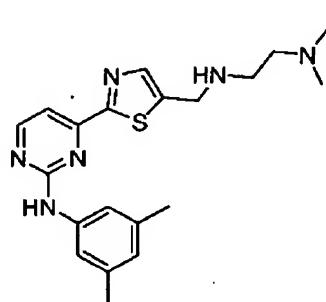


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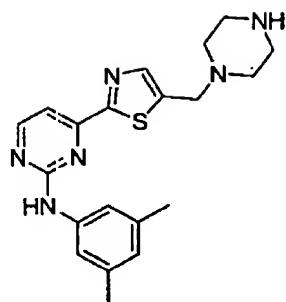


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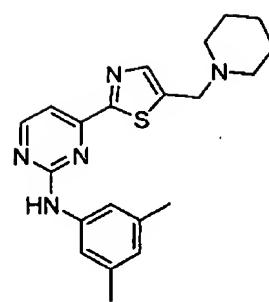
Applicants: Guy Benchley et al.
Application No.: 10/809,946



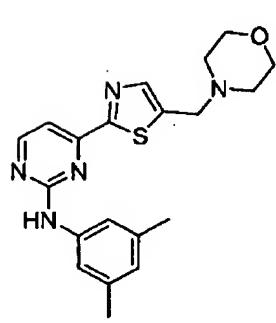
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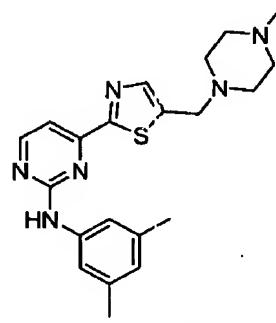
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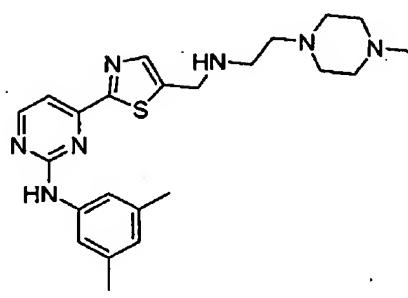
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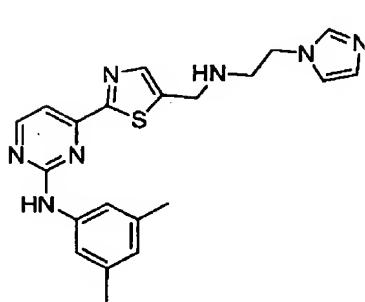
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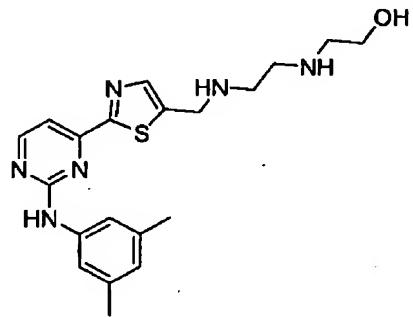
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I-198

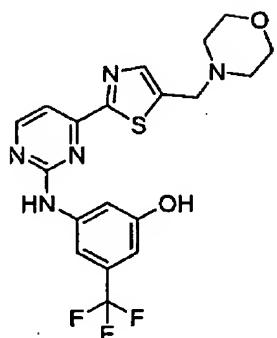


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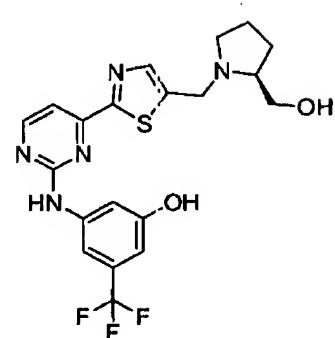


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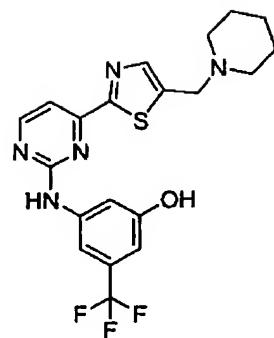
Applicants: Guy Benchley et al.
 Application No.: 10/809,946



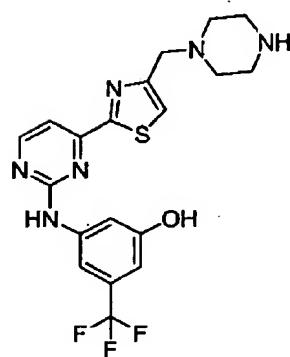
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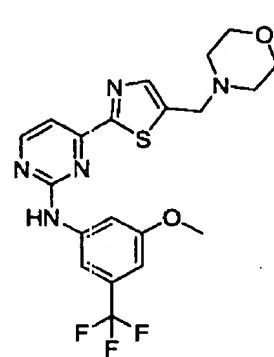
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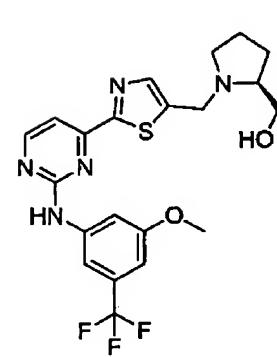
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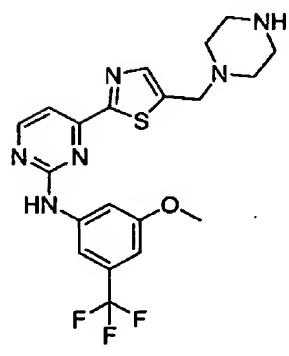
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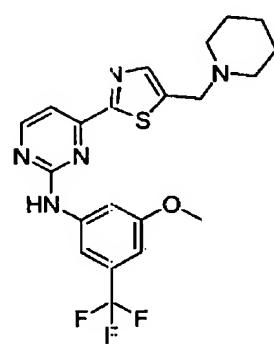
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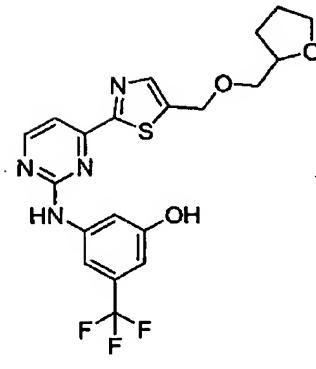
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I-207



I-208

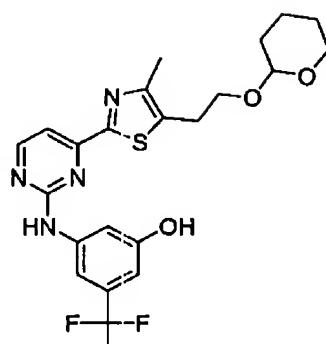


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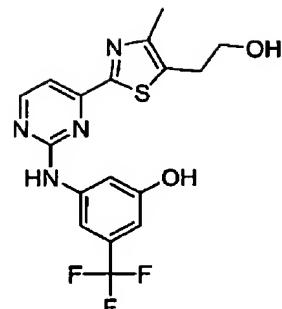
Applicants: Guy Benchley et al.
 Application No.: 10/809,946



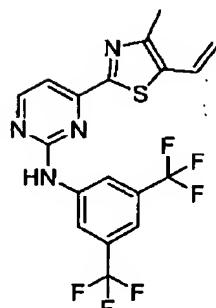
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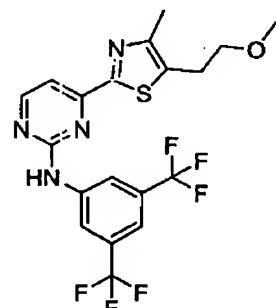
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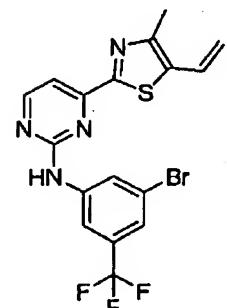
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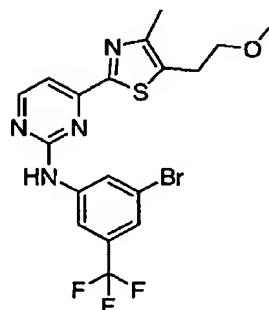
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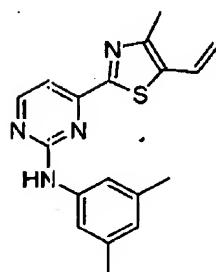
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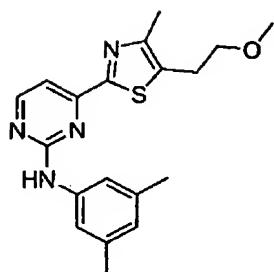
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I-216

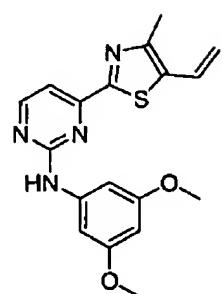


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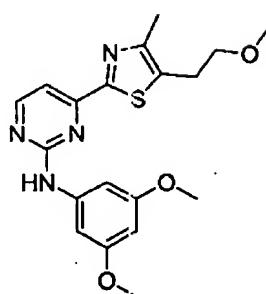


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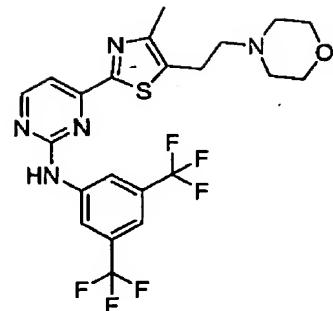
Applicants: Guy Benchley et al.
 Application No.: 10/809,946



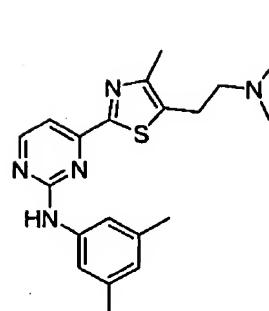
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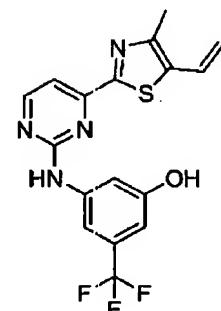
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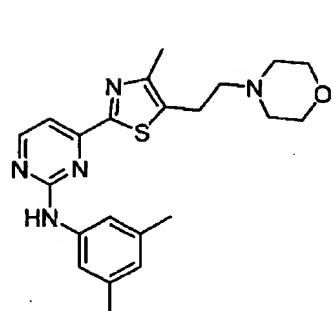
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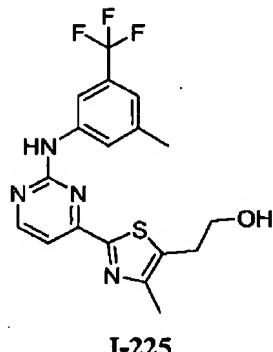
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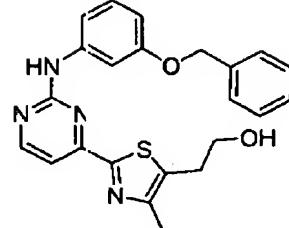
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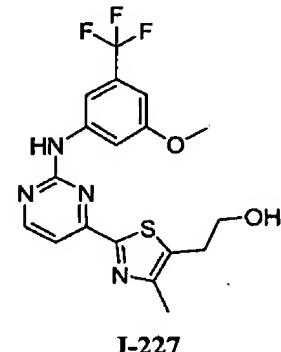
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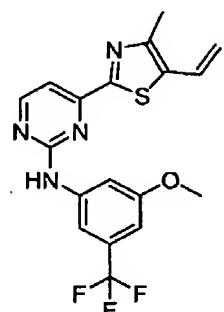


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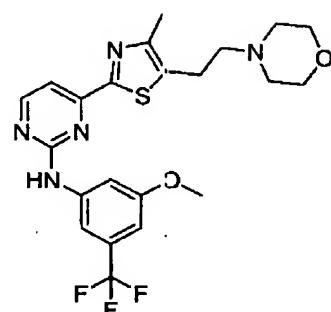


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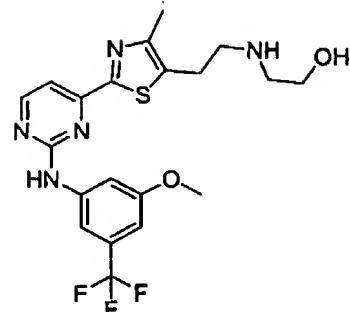
Applicants: Guy Benchley et al.
 Application No.: 10/809,946



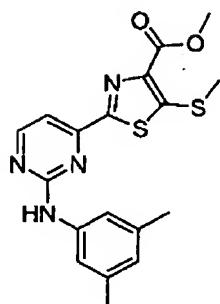
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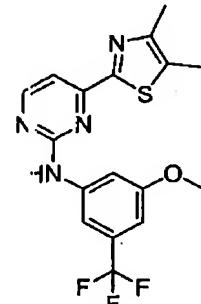
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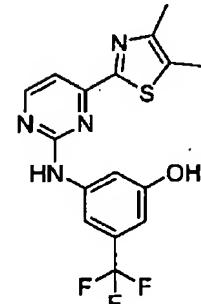
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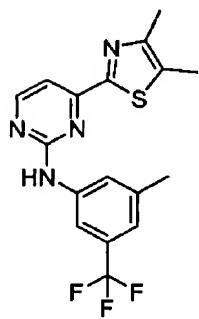
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I-232



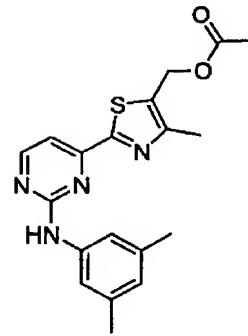
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I-234

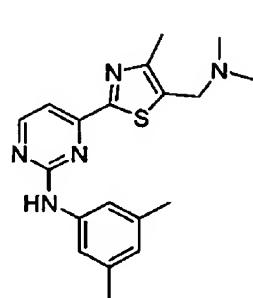


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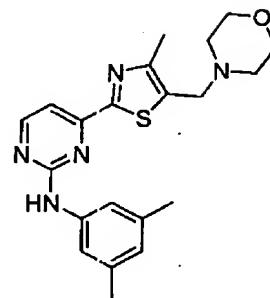


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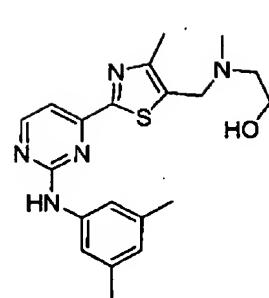
Applicants: Guy Benchley et al.
Application No.: 10/809,946



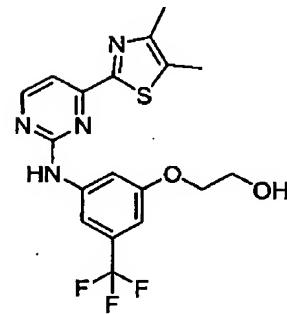
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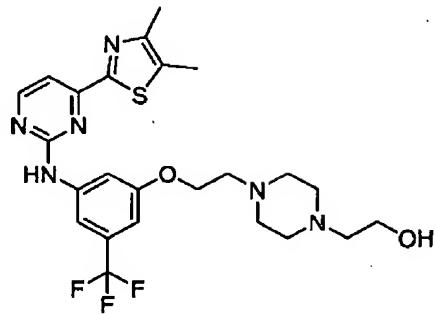
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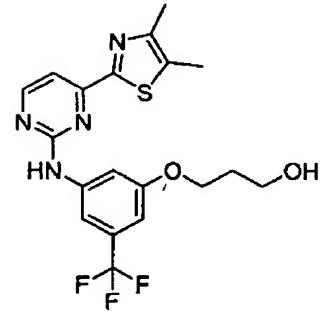
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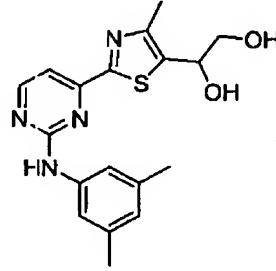
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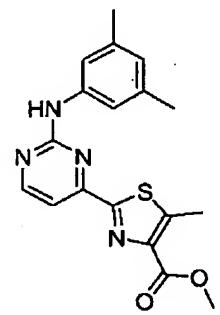
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I-242

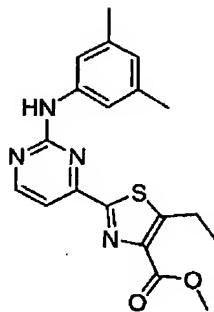


I-243



I-244

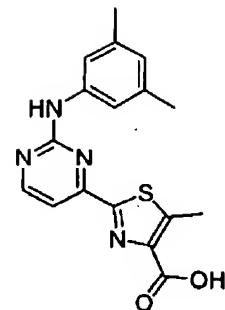
Applicants: Guy Benchley et al.
Application No.: 10/809,946



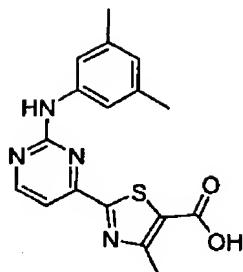
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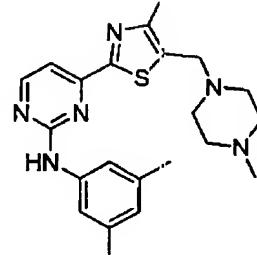
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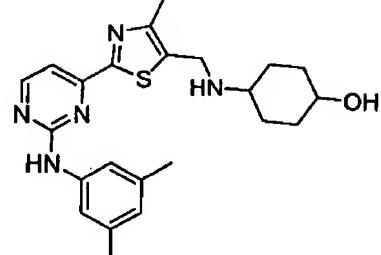
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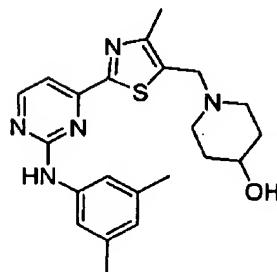
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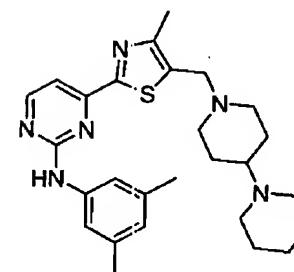
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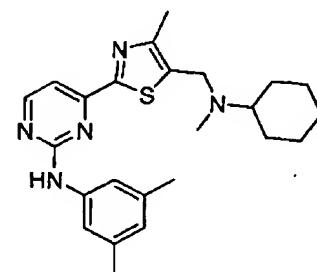
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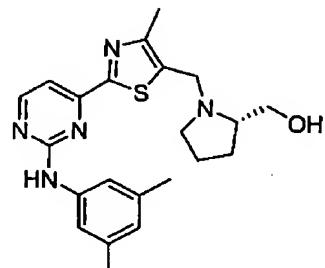


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I-253

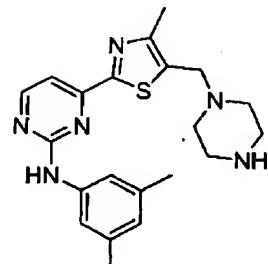
Applicants: Guy Benchley et al.
Application No.: 10/809,946



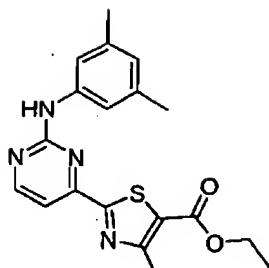
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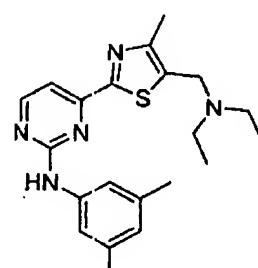
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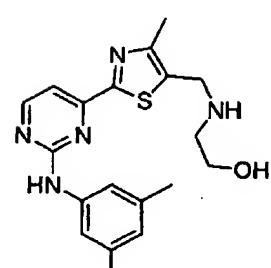
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I-257



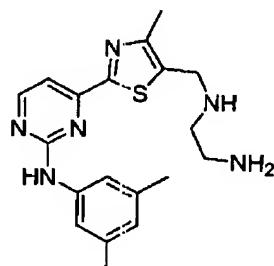
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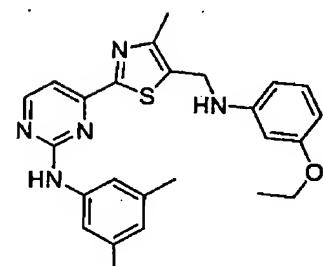
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I-260

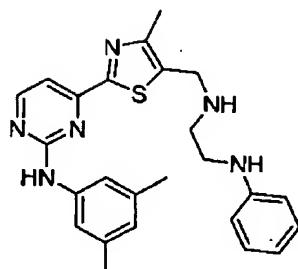


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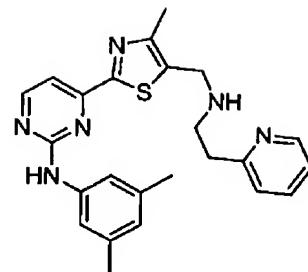


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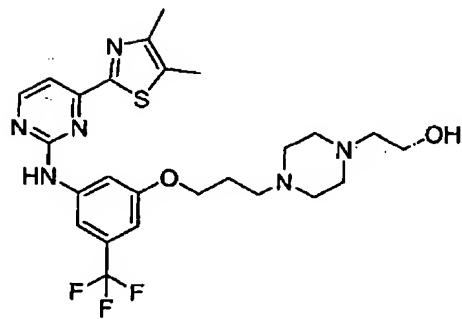
Applicants: Guy Benchley et al.
Application No.: 10/809,946



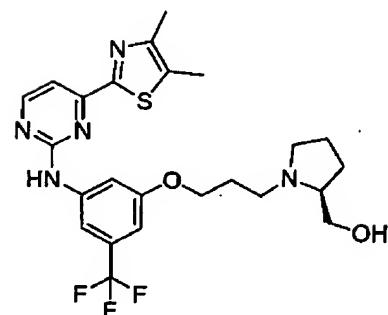
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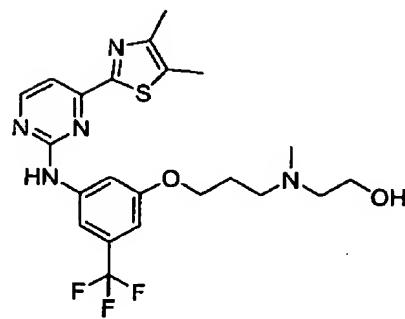
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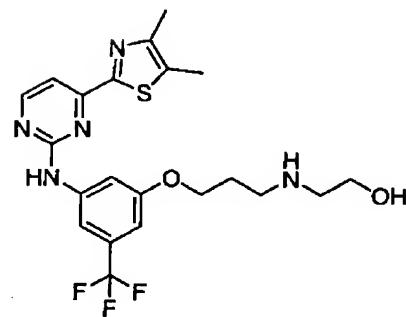
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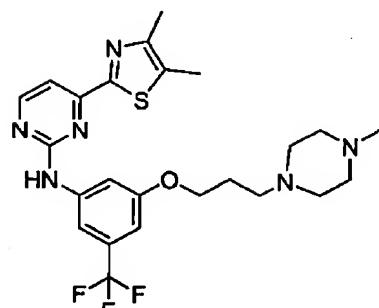


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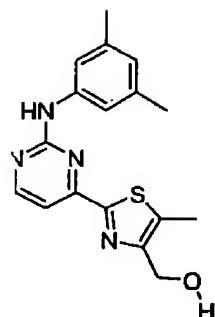


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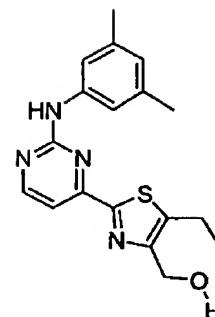
Applicants: Guy Benchley et al.
Application No.: 10/809,946



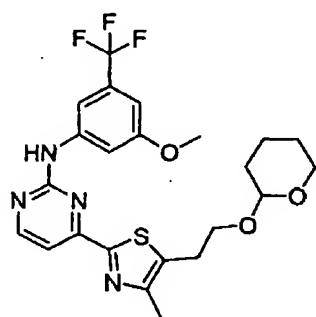
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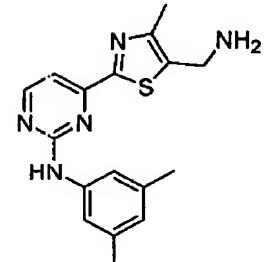
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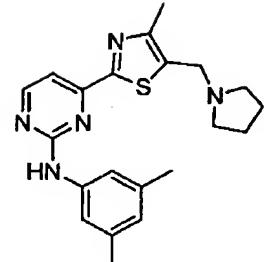
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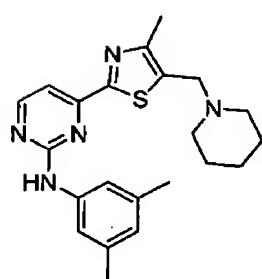
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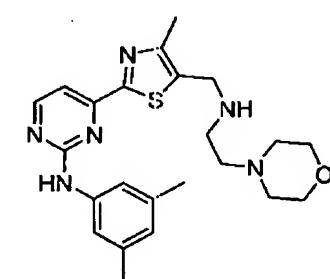
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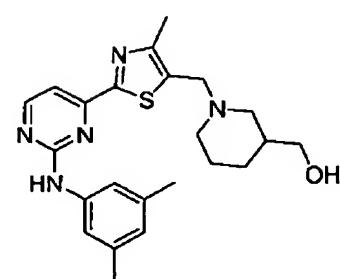
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I-275

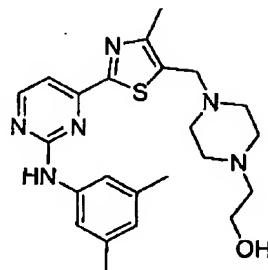


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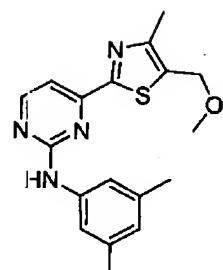


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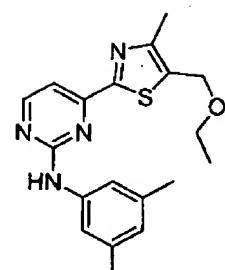
Applicants: Guy Benchley et al.
Application No.: 10/809,946



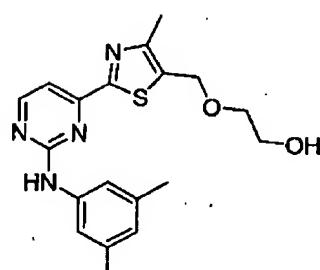
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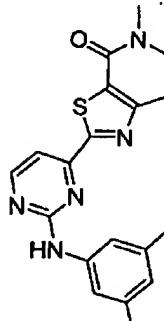
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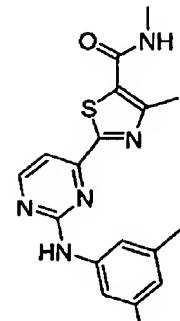
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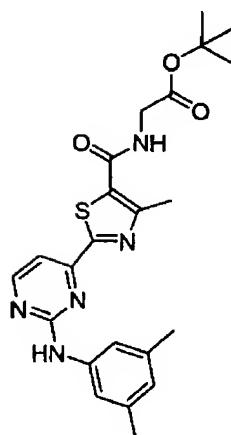
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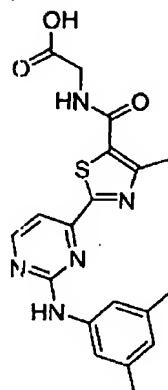
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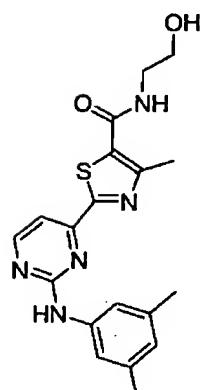
I-283



I-284



I-285



I-286

Applicants: Guy Benchley et al.
Application No.: 10/809,946

40. (Original) A composition comprising a compound of claim 1, and a pharmaceutically acceptable carrier, adjuvant, or vehicle.

41-43. (Canceled)

44. (Previously presented) A method of treating or lessening the severity of multiple sclerosis, lupus erythematosus, rheumatoid arthritis, or asthma in a patient, comprising the step of administering to said patient:

- a) a composition of claim 40; or
- b) a compound of claim 1.

45. (Canceled)

46. (Currently amended) The method according to claim 44, wherein the disease is rheumatoid arthritis.

47. (Original) The method according to claim 44, wherein the disease is asthma.